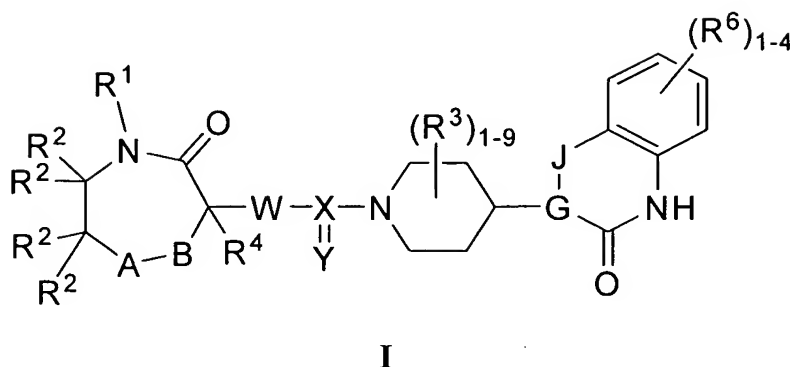


Amendment to the Claims

1. (amended) A compound of the formula I:



wherein:

A is a bond, C(R²)₂, O, S(O)_m or NR²;

B is (C(R²)₂)_n;

R¹ is selected from:

- 1) H, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-C₆ cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
 - a) C₁-C₆ alkyl,
 - b) C₃-C₆ cycloalkyl,
 - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
 - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
 - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,

- f) $(F)_pC_{1-3}$ alkyl,
- g) halogen,
- h) OR^4 ,
- i) $O(CH_2)_sOR^4$,
- j) CO_2R^4 ,
- k) $(CO)NR^{10}R^{11}$,
- l) $O(CO)NR^{10}R^{11}$,
- m) $N(R^4)(CO)NR^{10}R^{11}$,
- n) $N(R^{10})(CO)R^{11}$,
- o) $N(R^{10})(CO)OR^{11}$,
- p) $SO_2NR^{10}R^{11}$,
- q) $N(R^{10})SO_2R^{11}$,
- r) $S(O)_mR^{10}$,
- s) CN,
- t) $NR^{10}R^{11}$,
- u) $N(R^{10})(CO)NR^4R^{11}$, and
- v) $O(CO)R^4$; and

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

- a) C_{1-6} alkyl,
- b) C_{3-6} cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
- f) $(F)_pC_{1-3}$ alkyl,
- g) halogen,
- h) OR^4 ,
- i) $O(CH_2)_sOR^4$,
- j) CO_2R^4 ,

- k) (CO)NR¹⁰R¹¹,
- l) O(CO)NR¹⁰R¹¹,
- m) N(R⁴)(CO)NR¹⁰R¹¹,
- n) N(R¹⁰)(CO)R¹¹,
- o) N(R¹⁰)(CO)OR¹¹,
- p) SO₂NR¹⁰R¹¹,
- q) N(R¹⁰) SO₂R¹¹,
- r) S(O)_mR¹⁰,
- s) CN,
- t) NR¹⁰R¹¹,
- u) N(R¹⁰)(CO)NR⁴R¹¹, and
- v) O(CO)R⁴; and

R² is independently selected from:

- 1) H, C₀-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-6 cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
 - a) C₁-6 alkyl,
 - b) C₃-6 cycloalkyl,
 - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
 - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
 - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
 - f) (F)_pC₁₋₃ alkyl,
 - g) halogen,
 - h) OR⁴,
 - i) O(CH₂)_sOR⁴,
 - j) CO₂R⁴,
 - k) (CO)NR¹⁰R¹¹,
 - l) O(CO)NR¹⁰R¹¹,
 - m) N(R⁴)(CO)NR¹⁰R¹¹,

- n) $N(R^{10})(CO)R^{11}$,
 - o) $N(R^{10})(CO)OR^{11}$,
 - p) $SO_2NR^{10}R^{11}$,
 - q) $N(R^{10})SO_2R^{11}$,
 - r) $S(O)_mR^{10}$,
 - s) CN,
 - t) $NR^{10}R^{11}$,
 - u) $N(R^{10})(CO)NR^4R^{11}$, and
 - v) $O(CO)R^4$; and
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- a) C_{1-6} alkyl,
 - b) C_{3-6} cycloalkyl,
 - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
 - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
 - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
 - f) $(F)_pC_{1-3}$ alkyl,
 - g) halogen,
 - h) OR^4 ,
 - i) $O(CH_2)_sOR^4$,
 - j) CO_2R^4 ,
 - k) $(CO)NR^{10}R^{11}$,
 - l) $O(CO)NR^{10}R^{11}$,
 - m) $N(R^4)(CO)NR^{10}R^{11}$,
 - n) $N(R^{10})(CO)R^{11}$,
 - o) $N(R^{10})(CO)OR^{11}$,
 - p) $SO_2NR^{10}R^{11}$,
 - q) $N(R^{10})SO_2R^{11}$,
 - r) $S(O)_mR^{10}$,

- s) CN,
- t) $\text{NR}^{10}\text{R}^{11}$,
- u) $\text{N}(\text{R}^{10})(\text{CO})\text{NR}^4\text{R}^{11}$, and
- v) $\text{O}(\text{CO})\text{R}^4$;

or, any two independent R^2 on the same or adjacent atoms may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolinyl, oxazolyl, oxazolinyl, imidazolyl, imidazolinyl, imidazolidinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolinyl, morpholinyl, thiomorpholine, thiomorpholine S-oxide, thiomorpholine S-dioxide, azetidiny, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl and piperazinyl;

R^{10} and R^{11} are independently selected from: H, C_{1-6} alkyl, $(\text{F})_p\text{C}_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or $\text{C}_1\text{-C}_6$ alkoxy, where R^{10} and R^{11} may be joined together to form a ring selected from: azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, or morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ;

R^4 is independently selected from: H, C_{1-6} alkyl, $(\text{F})_p\text{C}_{1-6}$ alkyl, C_{3-6} cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or $\text{C}_1\text{-C}_6$ alkoxy;

W is O, NR^4 or $\text{C}(\text{R}^4)_2$;

X is C or S;

Y is O, $(\text{R}^4)_2$, NCN, NSO_2CH_3 , NCONH_2 , or Y is O_2 when X is S;

R^6 is independently selected from H and:

- a) C_{1-6} alkyl,
- b) C_{3-6} cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,

- d) heteroaryl, unsubstituted or substituted with 1-5 substituents
 where the substituents are independently selected from R^4 ,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents
 where the substituents are independently selected from R^4 ,
- f) $(F)_pC_{1-3}$ alkyl,
- g) halogen,
- h) OR^4 ,
- i) $O(CH_2)_sOR^4$,
- j) CO_2R^4 ,
- k) $(CO)NR^{10}R^{11}$,
- l) $O(CO)NR^{10}R^{11}$,
- m) $N(R^4)(CO)NR^{10}R^{11}$,
- n) $N(R^{10})(CO)R^{11}$,
- o) $N(R^{10})(CO)OR^{11}$,
- p) $SO_2NR^{10}R^{11}$,
- q) $N(R^{10})SO_2R^{11}$,
- r) $S(O)_mR^{10}$,
- s) CN,
- t) $NR^{10}R^{11}$,
- u) $N(R^{10})(CO)NR^4R^{11}$, and
- v) $O(CO)R^4$;

G-J is selected from: N, $N-C(R^5)_2$, $C=C(R^5)$, $C=N$; $C(R^5)$, $C(R^5)-C(R^5)_2$, $C(R^5)-C(R^5)_2-C(R^5)_2$, $C=C(R^5)-C(R^5)_2$, $C(R^5)-C(R^5)=C(R^5)$, $C(R^5)-C(R^5)_2-N(R^5)$, $C=C(R^5)-N(R^5)$, $C(R^5)-C(R^5)=N$, $C(R^5)-N(R^5)-C(R^5)_2$, $C=N-C(R^5)_2$, $C(R^5)-N=C(R^5)$, $C(R^5)-N(R^5)-N(R^5)$, $C=N-N(R^5)$, $N-C(R^5)_2-C(R^5)_2$, $N-C(R^5)=C(R^5)$, $N-C(R^5)_2-N(R^5)$, $N-C(R^5)=N$, $N-N(R^5)-C(R^5)_2$ and $N-N=C(R^5)$;

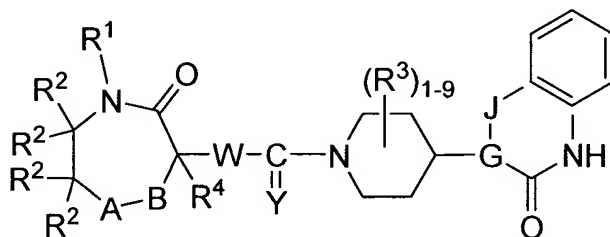
R^5 is independently selected from H, substituted or unsubstituted C_1 - C_3 alkyl, CN, OR^4 , $N(R^4)_2$ and CO_2R^4 ;

R^3 is independently selected from H, substituted or unsubstituted C_1 - C_3 alkyl, F, CN and CO_2R^4 ;

p is 0 to 2q+1, for a substituent with q carbons;
 m is 0, 1 or 2;
 n is 0 or 1;
 s is 1, 2 or 3;

and or pharmaceutically acceptable salts and individual diastereomers thereof.

2. (amended) The compound of claim 1 of the formula:



wherein:

A is a bond, C(R²)₂, O, S(O)_m or NR²;

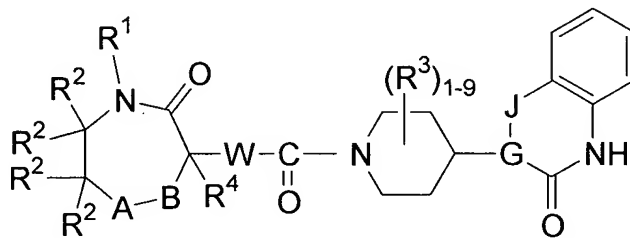
B is (C(R²)₂)_n;

n is 0 or 1;

Y is O, (R⁴)₂, NCN, NSO₂CH₃ or NCONH₂,

and or pharmaceutically acceptable salts and individual stereoisomers thereof.

3. (amended) The compound of claim 1 of the formula:



wherein:

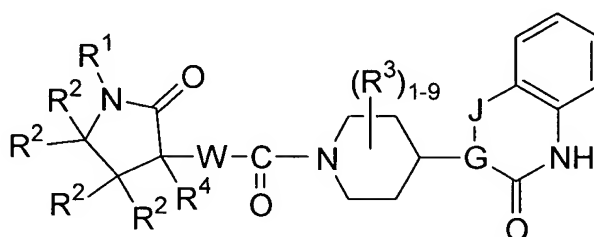
A is a bond, $C(R^2)_2$, O, $S(O)_m$ or NR^2 ;

B is $(C(R^2)_2)_n$; and

n is 0 or 1;

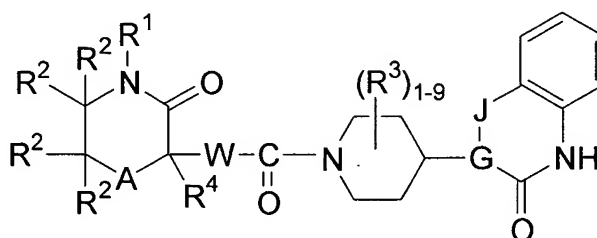
and or pharmaceutically acceptable salts and individual stereoisomers thereof.

4. (amended) The compound of claim 1 of the formula:



and or pharmaceutically acceptable salts and individual stereoisomers thereof.

5. (amended) The compound of claim 1 of the formula:

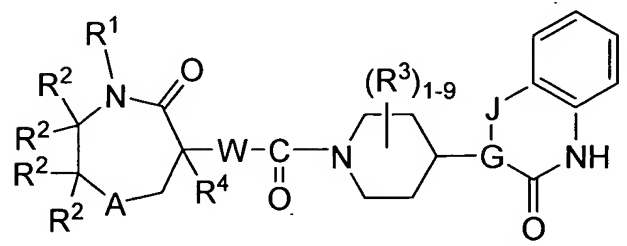
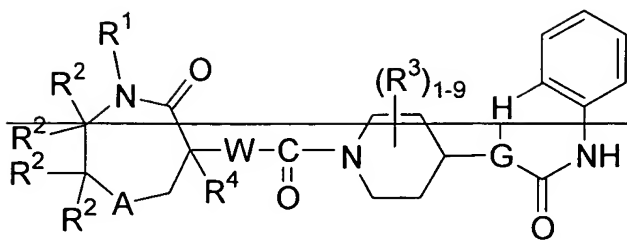


wherein:

A is $C(R^2)_2$, O, $S(O)_m$ or NR^2 ;

and or pharmaceutically acceptable salts and individual stereoisomers thereof.

6. (amended) The compound of claim 1 of the formula:



wherein:

A is C(R²)₂, O, S(O)_m or NR²;

and or pharmaceutically acceptable salts and individual stereoisomers thereof.

7. (amended) The compound of claim 1, wherein:

R¹ is selected from:

- 1) H, C₁-C₆ alkyl, C₃-6 cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
 - a) C₁-6 alkyl,
 - b) C₃-6 cycloalkyl,
 - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
 - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
 - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
 - f) (F)_pC₁-3 alkyl,
 - g) halogen,

- h) OR^4 ,
 - i) $O(CH_2)_5OR^4$,
 - j) CO_2R^4 ,
 - k) CN ,
 - l) $NR^{10}R^{11}$, and
 - m) $O(CO)R^4$; and
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- a) C_{1-6} alkyl,
 - b) C_{3-6} cycloalkyl,
 - c) $(F)_pC_{1-3}$ alkyl,
 - d) halogen,
 - e) OR^4 ,
 - f) CO_2R^4 ,
 - g) $(CO)NR^{10}R^{11}$,
 - h) $SO_2NR^{10}R^{11}$,
 - i) $N(R^{10})SO_2R^{11}$,
 - j) $S(O)_mR^4$,
 - k) CN ,
 - l) $NR^{10}R^{11}$, and
 - m) $O(CO)R^4$;

R^2 is selected from:

- 1) H , C_1-C_6 alkyl, C_2-C_6 alkynyl, C_3-6 cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
 - a) C_{1-6} alkyl,
 - b) C_{3-6} cycloalkyl,
 - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
 - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
 - e) heterocycle, unsubstituted or substituted with 1-5 substituents

where the substituents are independently selected from R⁴,

- f) (F)_pC₁₋₃ alkyl,
- g) halogen,
- h) OR⁴,
- i) O(CH₂)_sOR⁴,
- j) CO₂R⁴,
- k) S(O)_mR⁴,
- l) CN,
- m) NR¹⁰R¹¹, and
- n) O(CO)R⁴; and

2) aryl or heteroaryl, unsubstituted or substituted with one more substituents independently selected from:

- a) C₁₋₆ alkyl,
- b) C₃₋₆ cycloalkyl,
- c) (F)_pC₁₋₃ alkyl,
- d) halogen,
- e) OR⁴,
- f) CO₂R⁴,
- g) (CO)NR¹⁰R¹¹,
- h) SO₂NR¹⁰R¹¹,
- i) N(R¹⁰)SO₂R¹¹,
- j) S(O)_mR⁴,
- k) CN,
- l) NR¹⁰R¹¹, and
- m) O(CO)R⁴;

or, any two independent R² on the same or adjacent atoms may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolinyl, oxazolyl, oxazolinyl, imidazolyl, imidazolinyl, imidazolidinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolinyl, morpholinyl, thiomorpholine, thiomorpholine S-oxide, thiomorpholine S-dioxide,

azetidiny, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl,
 tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl and piperazinyl;

G-J is selected from:

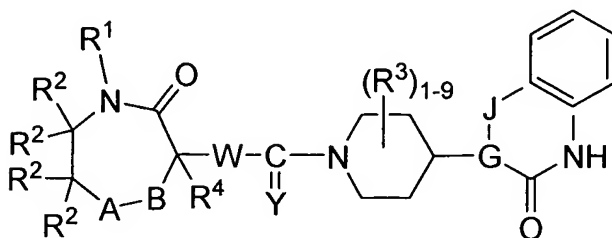
N, N-C(R⁵)₂, C=C(R⁵), C=N, C=C(R⁵)-C(R⁵), C(R⁵)-C(R⁵)=C(R⁵), N-C(R⁵)₂-C(R⁵)₂ and
 N-C(R⁵)=C(R⁵);

R⁶ is independently selected from H and:

- a) C₁₋₆ alkyl,
- b) C₃₋₆ cycloalkyl,
- c) (F)_pC₁₋₃ alkyl,
- d) halogen,
- e) OR⁴,
- f) CO₂R⁴,
- g) (CO)NR¹⁰R¹¹,
- h) SO₂NR¹⁰R¹¹,
- i) N(R¹⁰)SO₂R¹¹,
- j) S(O)_mR⁴,
- k) CN,
- l) NR¹⁰R¹¹, and
- m) O(CO)R⁴;

and or pharmaceutically acceptable salts and individual stereoisomers thereof.

8. (amended) The compound of claim 7 of the formula:



wherein:

A is a bond, $C(R^2)_2$, O, $S(O)_m$ or NR^2 ;

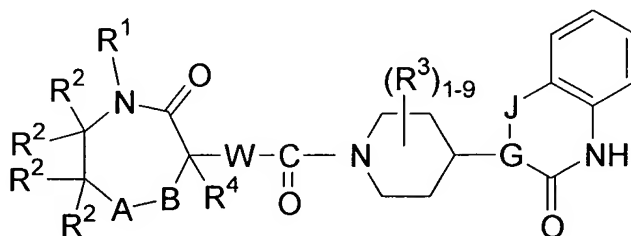
B is $(C(R^2)_2)_n$;

n is 0 or 1;

Y is O, $(R^4)_2$, NCN, NSO_2CH_3 or $NCONH_2$,

~~and~~ or pharmaceutically acceptable salts and individual stereoisomers thereof.

9. (amended) The compound of claim 7 of the formula:



wherein:

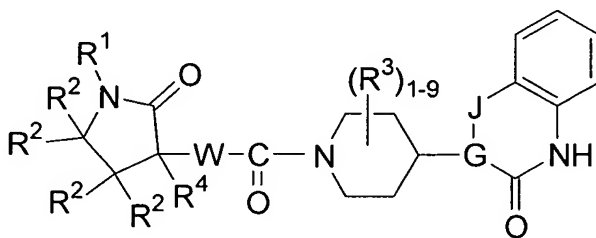
A is a bond, $C(R^2)_2$, O, $S(O)_m$ or NR^2 ;

B is $(C(R^2)_2)_n$;

n is 0 or 1;

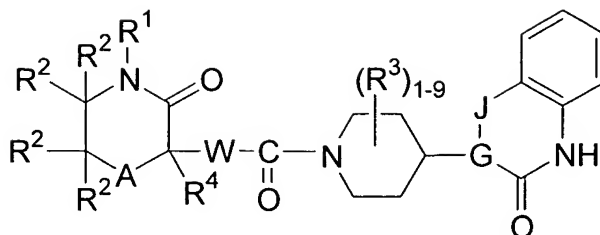
~~and~~ or pharmaceutically acceptable salts and individual stereoisomers thereof.

10. (amended) The compound of claim 7 of the formula:



~~and~~ or pharmaceutically acceptable salts and individual stereoisomers thereof.

11. (amended) The compound of claim 7 of the formula:

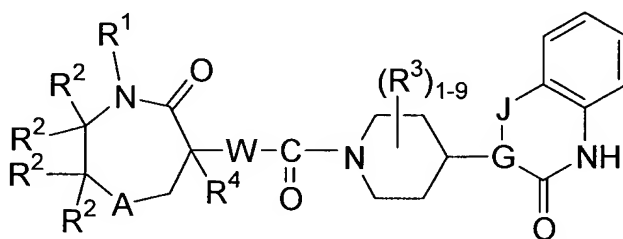


wherein:

A is $C(R^2)_2$, O, $S(O)_m$ or NR^2 ;

and or pharmaceutically acceptable salts and individual stereoisomers thereof.

12. (amended) The compound of claim 7 of the formula:



wherein:

A is $C(R^2)_2$, O, $S(O)_m$ or NR^2 ;

and or pharmaceutically acceptable salts and individual stereoisomers thereof.

13. (amended) The compound of claim 1, wherein:

R^1 is selected from:

- 1) H, C_1 - C_6 alkyl, C_3 - C_6 cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
 - a) C_1 - C_6 alkyl,
 - b) C_3 - C_6 cycloalkyl,
 - c) phenyl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
 - d) heteroaryl, unsubstituted or substituted with 1-5 substituents

where the substituents are independently selected from R^4 ,
and where heteroaryl is selected from: imidazole, isoxazole, oxazole, pyrazine,
pyrazole, pyridazine, pyridine, pyrimidine, and thiazole;

e) heterocycle, unsubstituted or substituted with 1-5 substituents

where the substituents are independently selected from R^4 , and where heterocycle
is selected from: azetidine, dioxane, dioxolane, morpholine, oxetane, piperazine,
piperidine, pyrrolidine, tetrahydrofuran, and tetrahydropyran;

f) $(F)_pC_{1-3}$ alkyl,

g) halogen,

h) OR^4 ,

i) $O(CH_2)_3OR^4$,

j) CO_2R^4 ,

k) CN,

l) $NR^{10}R^{11}$, and

m) $O(CO)R^4$; and

2) aryl or heteroaryl, selected from:

phenyl, imidazole, isoxazole, oxazole, pyrazine, pyrazole, pyridazine, pyridine,
pyrimidine, and thiazole, unsubstituted or substituted with one or more
substituents independently selected from:

a) C_{1-6} alkyl,

b) C_{3-6} cycloalkyl,

c) $(F)_pC_{1-3}$ alkyl,

d) halogen,

e) OR^4 ,

f) CO_2R^4 ,

g) $(CO)NR^{10}R^{11}$,

h) $SO_2NR^{10}R^{11}$,

i) $N(R^{10})SO_2R^{11}$,

j) $S(O)_mR^4$,

k) CN,

l) $NR^{10}R^{11}$, and

m) $\text{O}(\text{CO})\text{R}^4$;

R^2 is selected from:

- 1) H, C_0 - C_6 alkyl, C_3 -6 cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
 - a) C_{1-6} alkyl,
 - b) C_3 -6 cycloalkyl,
 - c) phenyl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
 - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 , and where heteroaryl is selected from:
benzimidazole, benzothiophene, furan, imidazole, indole, isoxazole, oxazole, pyrazine, pyrazole, pyridazine, pyridine, pyrimidine, pyrrole, thiazole, thiophene, and triazole;
 - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 , and where heterocycle is selected from:
azetidine, imidazolidine, imidazoline, isoxazoline, isoxazolidine, morpholine, oxazoline, oxazolidine, oxetane, pyrazolidine, pyrazoline, pyrroline, tetrahydrofuran, tetrahydropyran, thiazoline, and thiazolidine;
 - f) $(\text{F})_p\text{C}_{1-3}$ alkyl,
 - g) halogen,
 - h) OR^4 ,
 - i) $\text{O}(\text{CH}_2)_s\text{OR}^4$,
 - j) CO_2R^4 ,
 - k) CN,
 - l) $\text{NR}^{10}\text{R}^{11}$, and
 - m) $\text{O}(\text{CO})\text{R}^4$; and
- 2) aryl or heteroaryl, selected from:

phenyl, benzimidazole, benzothiophene, furan, imidazole, indole, isoxazole, oxazole, pyrazine, pyrazole, pyridazine, pyridine, pyrimidine, pyrrole, thiazole, thiophene, and triazole; unsubstituted or substituted with one or more substituents independently selected from:

- a) C₁₋₆ alkyl,
- b) C₃₋₆ cycloalkyl,
- c) (F)_pC₁₋₃ alkyl,
- d) halogen,
- e) OR⁴,
- f) CO₂R⁴,
- g) (CO)NR¹⁰R¹¹,
- h) SO₂NR¹⁰R¹¹,
- i) N(R¹⁰) SO₂R¹¹,
- j) S(O)_mR⁴,
- k) CN,
- l) NR¹⁰R¹¹, and
- m) O(CO)R⁴;

or, any two independent R² on the same or adjacent atoms may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolinyl, oxazolyl, oxazolinyl, imidazolyl, imidazolinyl, imidazolidinyl, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrrolinyl, morpholinyl, thiomorpholine, thiomorpholine S-oxide, thiomorpholine S-dioxide, azetidiny, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl and piperazinyl;

R¹⁰ and R¹¹ are independently selected from: H, C₁₋₆ alkyl, (F)_pC₁₋₆ alkyl, C₃₋₆ cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C_{1-C6} alkoxy, where R¹⁰ and R¹¹ may be joined together to form a ring selected from: azetidiny, pyrrolidinyl, piperidinyl, piperazinyl and morpholinyl, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴;

R^4 is independently selected from: H, C₁₋₆ alkyl, (F)_pC₁₋₆ alkyl, C₃₋₆ cycloalkyl, aryl, heteroaryl and phenyl, unsubstituted or substituted with hydroxy or C₁₋₆ alkoxy;

W is NR^4 or $C(R^4)_2$;

G-J is selected from:

N, $N-C(R^5)_2$, $C=C(R^5)$, $C=N$, $C=C(R^5)-C(R^5)_2$, $C(R^5)-C(R^5)=C(R^5)$, $N-C(R^5)_2-C(R^5)_2$, and $N-C(R^5)=C(R^5)$;

R^6 is independently selected from H and:

- a) C₁₋₆ alkyl,
- b) C₃₋₆ cycloalkyl,
- c) (F)_pC₁₋₃ alkyl,
- d) halogen,
- e) OR^4 ,
- f) CO_2R^4 ,
- g) $(CO)NR^{10}R^{11}$,
- h) $SO_2NR^{10}R^{11}$,
- i) $N(R^{10})SO_2R^{11}$,
- j) $S(O)_mR^4$,
- k) CN,
- l) $NR^{10}R^{11}$, and
- m) $O(CO)R^4$;

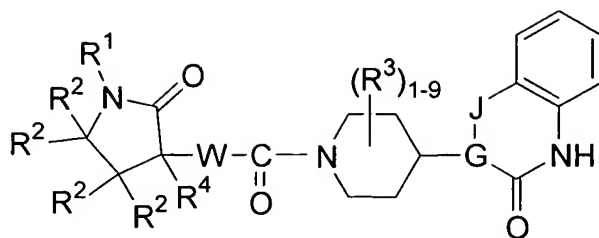
~~and~~ or pharmaceutically acceptable salts and individual stereoisomers thereof.

14. (amended) The compound of claim 13 of the formula:

and/or pharmaceutically acceptable salts and individual stereoisomers thereof.

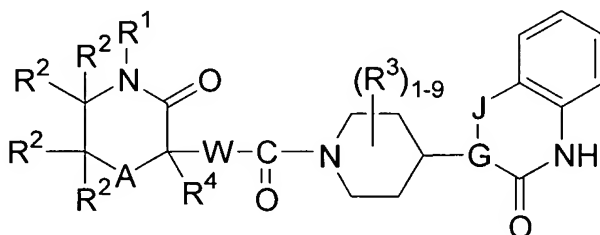
and or pharmaceutically acceptable salts and individual stereoisomers thereof.

16. (amended) The compound of claim 13 of the formula:



and or pharmaceutically acceptable salts and individual stereoisomers thereof.

17. (amended) The compound of claim 13 of the formula:

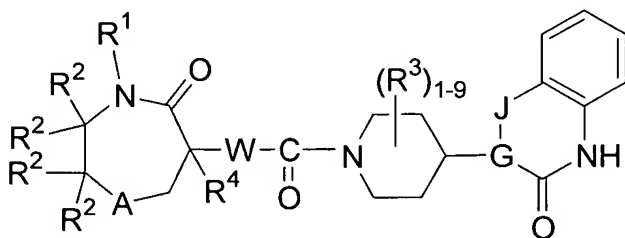


wherein:

A is C(R²)₂, O, S(O)_m or NR²;

and or pharmaceutically acceptable salts and individual stereoisomers thereof.

18. (amended) The compound of claim 13 of the formula:

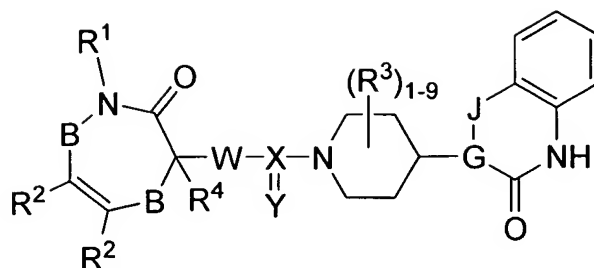


wherein:

A is C(R²)₂, O, S(O)_m or NR²;

and or pharmaceutically acceptable salts and individual stereoisomers thereof.

19. (amended) A compound of the formula:



wherein:

B is independently (C(R²)₂)_n;

R¹ is selected from:

- 1) H, C₁-C₆ alkyl, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₃-6 cycloalkyl, and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
 - a) C₁-6 alkyl,
 - b) C₃-6 cycloalkyl,
 - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
 - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
 - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
 - f) (F)_pC₁₋₃ alkyl,
 - g) halogen,
 - h) OR⁴,
 - i) O(CH₂)_s OR⁴,
 - j) CO₂R⁴,
 - k) (CO)NR¹⁰R¹¹,
 - l) O(CO)NR¹⁰R¹¹,
 - m) N(R⁴)(CO)NR¹⁰R¹¹,
 - n) N(R¹⁰)(CO)R¹¹,

- o) $N(R^{10})(CO)OR^{11}$,
- p) $SO_2NR^{10}R^{11}$,
- q) $N(R^{10})SO_2R^{11}$,
- r) $S(O)_mR^{10}$,
- s) CN,
- t) $NR^{10}R^{11}$,
- u) $N(R^{10})(CO)NR^4R^{11}$, and,
- v) $O(CO)R^4$; and

2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:

- a) C_{1-6} alkyl,
- b) C_{3-6} cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
- f) $(F)_pC_{1-3}$ alkyl,
- g) halogen,
- h) OR^4 ,
- i) $O(CH_2)_sOR^4$,
- j) CO_2R^4 ,
- k) $(CO)NR^{10}R^{11}$,
- l) $O(CO)NR^{10}R^{11}$,
- m) $N(R^4)(CO)NR^{10}R^{11}$,
- n) $N(R^{10})(CO)R^{11}$,
- o) $N(R^{10})(CO)OR^{11}$,
- p) $SO_2NR^{10}R^{11}$,
- q) $N(R^{10})SO_2R^{11}$,
- r) $S(O)_mR^{10}$,
- s) CN,

- t) $\text{NR}^{10}\text{R}^{11}$,
- u) $\text{N}(\text{R}^{10})(\text{CO})\text{NR}^4\text{R}^{11}$, and,
- v) $\text{O}(\text{CO})\text{R}^4$; and

R^2 is independently selected from:

- 1) H, $\text{C}_0\text{-C}_6$ alkyl, $\text{C}_2\text{-C}_6$ alkenyl, $\text{C}_2\text{-C}_6$ alkynyl, $\text{C}_3\text{-6}$ cycloalkyl and heterocycle, unsubstituted or substituted with one or more substituents independently selected from:
 - a) C_{1-6} alkyl,
 - b) C_{3-6} cycloalkyl,
 - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
 - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
 - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
 - f) $(\text{F})_p\text{C}_{1-3}$ alkyl,
 - g) halogen,
 - h) OR^4 ,
 - i) $\text{O}(\text{CH}_2)_s\text{OR}^4$,
 - j) CO_2R^4 ,
 - k) $(\text{CO})\text{NR}^{10}\text{R}^{11}$,
 - l) $\text{O}(\text{CO})\text{NR}^{10}\text{R}^{11}$,
 - m) $\text{N}(\text{R}^4)(\text{CO})\text{NR}^{10}\text{R}^{11}$,
 - n) $\text{N}(\text{R}^{10})(\text{CO})\text{R}^{11}$,
 - o) $\text{N}(\text{R}^{10})(\text{CO})\text{OR}^{11}$,
 - p) $\text{SO}_2\text{NR}^{10}\text{R}^{11}$,
 - q) $\text{N}(\text{R}^{10})\text{SO}_2\text{R}^{11}$,
 - r) $\text{S}(\text{O})_m\text{R}^{10}$,
 - s) CN,
 - t) $\text{NR}^{10}\text{R}^{11}$,
 - u) $\text{N}(\text{R}^{10})(\text{CO})\text{NR}^4\text{R}^{11}$, and,

- v) $\text{O}(\text{CO})\text{R}^4$; and
- 2) aryl or heteroaryl, unsubstituted or substituted with one or more substituents independently selected from:
- a) C_{1-6} alkyl,
 - b) C_{3-6} cycloalkyl,
 - c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
 - d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
 - e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R^4 ,
 - f) $(\text{F})_p\text{C}_{1-3}$ alkyl,
 - g) halogen,
 - h) OR^4 ,
 - i) $\text{O}(\text{CH}_2)_s\text{OR}^4$,
 - j) CO_2R^4 ,
 - k) $(\text{CO})\text{NR}^{10}\text{R}^{11}$,
 - l) $\text{O}(\text{CO})\text{NR}^{10}\text{R}^{11}$,
 - m) $\text{N}(\text{R}^4)(\text{CO})\text{NR}^{10}\text{R}^{11}$,
 - n) $\text{N}(\text{R}^{10})(\text{CO})\text{R}^{11}$,
 - o) $\text{N}(\text{R}^{10})(\text{CO})\text{OR}^{11}$,
 - p) $\text{SO}_2\text{NR}^{10}\text{R}^{11}$,
 - q) $\text{N}(\text{R}^{10})\text{SO}_2\text{R}^{11}$,
 - r) $\text{S}(\text{O})_m\text{R}^{10}$,
 - s) CN ,
 - t) $\text{NR}^{10}\text{R}^{11}$,
 - u) $\text{N}(\text{R}^{10})(\text{CO})\text{NR}^4\text{R}^{11}$, and,
 - v) $\text{O}(\text{CO})\text{R}^4$;

or, any two independent R^2 on the same or adjacent atoms may be joined together to form a ring selected from cyclobutyl, cyclopentenyl, cyclopentyl, cyclohexenyl, cyclohexyl, phenyl, naphthyl, thienyl, thiazolyl, thiazolinyl, oxazolyl, oxazolinyl, imidazolyl,

imidazoliny, imidazolidiny, pyridyl, pyrimidyl, pyrazinyl, pyrrolyl, pyrroliny, morpholiny, thiomorpholine, thiomorpholine S-oxide, thiomorpholine S-dioxide, azetidiny, pyrrolidinyl, piperidinyl, tetrahydrofuranyl, tetrahydropyranyl, tetrahydropyridyl, furanyl, dihydrofuranyl, dihydropyranyl and piperazinyl;

R¹⁰ and R¹¹ are independently selected from: H, C₁₋₆ alkyl, (F)_pC₁₋₆ alkyl, C₃₋₆ cycloalkyl, aryl, heteroaryl, and benzyl, unsubstituted or substituted with halogen, hydroxy or C_{1-C6} alkoxy, where R¹⁰ and R¹¹ may be joined together to form a ring selected from: azetidiny, pyrrolidinyl, piperidinyl, piperazinyl, or morpholiny, which is unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴ ;

R⁴ is independently selected from: H, C₁₋₆ alkyl, (F)_pC₁₋₆ alkyl, C₃₋₆ cycloalkyl, aryl, heteroaryl and benzyl, unsubstituted or substituted with halogen, hydroxy or C_{1-C6} alkoxy;

W is O, NR⁴ or C(R⁴)₂;

X is C or S;

Y is O, (R⁴)₂, NCN, NSO₂CH₃, NCONH₂, or Y is O₂ when X is S;

R⁶ is independently selected from H and:

- a) C₁₋₆ alkyl,
- b) C₃₋₆ cycloalkyl,
- c) aryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
- d) heteroaryl, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
- e) heterocycle, unsubstituted or substituted with 1-5 substituents where the substituents are independently selected from R⁴,
- f) (F)_pC₁₋₃ alkyl,
- g) halogen,
- h) OR⁴,

- i) $O(CH_2)_sOR^4$,
- j) CO_2R^4 ,
- k) $(CO)NR^{10}R^{11}$,
- l) $O(CO)NR^{10}R^{11}$,
- m) $N(R^4)(CO)NR^{10}R^{11}$,
- n) $N(R^{10})(CO)R^{11}$,
- o) $N(R^{10})(CO)OR^{11}$,
- p) $SO_2NR^{10}R^{11}$,
- q) $N(R^{10})SO_2R^{11}$,
- r) $S(O)_mR^{10}$,
- s) CN ,
- t) $NR^{10}R^{11}$,
- u) $N(R^{10})(CO)NR^4R^{11}$, and,
- v) $O(CO)R^4$; and

G-J is selected from: N, N-C(R⁵)₂, C=C(R⁵), C=N; C(R⁵), C(R⁵)-C(R⁵)₂, C(R⁵)-C(R⁵)₂-C(R⁵)₂, C=C(R⁵)-C(R⁵)₂, C(R⁵)-C(R⁵)=C(R⁵), C(R⁵)-C(R⁵)₂-N(R⁵), C=C(R⁵)-N(R⁵), C(R⁵)-C(R⁵)=N, C(R⁵)-N(R⁵)-C(R⁵)₂, C=N-C(R⁵)₂, C(R⁵)-N=C(R⁵), C(R⁵)-N(R⁵)-N(R⁵), C=N-N(R⁵), N-C(R⁵)₂-C(R⁵)₂, N-C(R⁵)=C(R⁵), N-C(R⁵)₂-N(R⁵), N-C(R⁵)=N, N-N(R⁵)-C(R⁵)₂ and N-N=C(R⁵);

Q, T, U and V are each independently a C or N wherein at least one but no more than three of Q, T, U and V are N, and wherein when any of Q, T, U, or V is C it unsubstituted or substituted where the substituents are independently selected from R⁶;

R⁵ is independently selected from H, substituted or unsubstituted C₁-C₃ alkyl, CN, OR⁴, N(R⁴)₂ and CO₂R⁴;

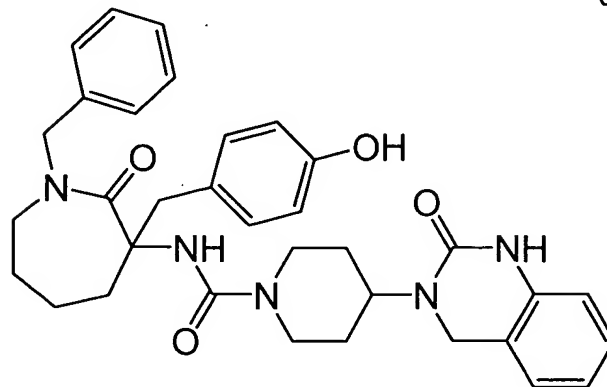
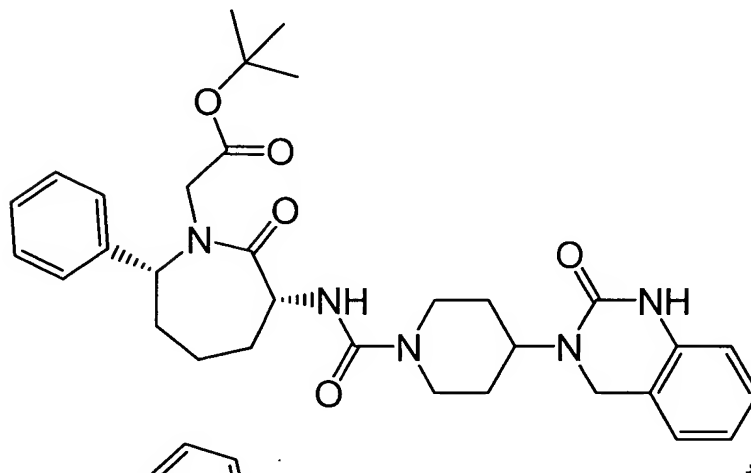
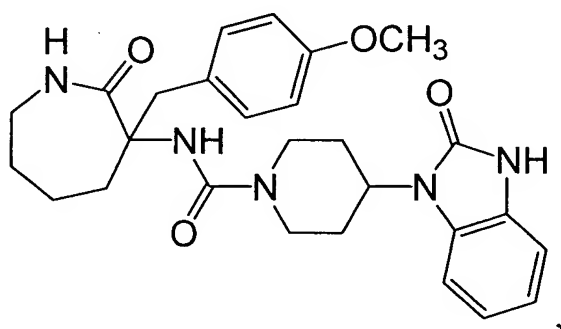
R³ is independently selected from H, substituted or unsubstituted C₁-C₃ alkyl, F, CN and CO₂R⁴;

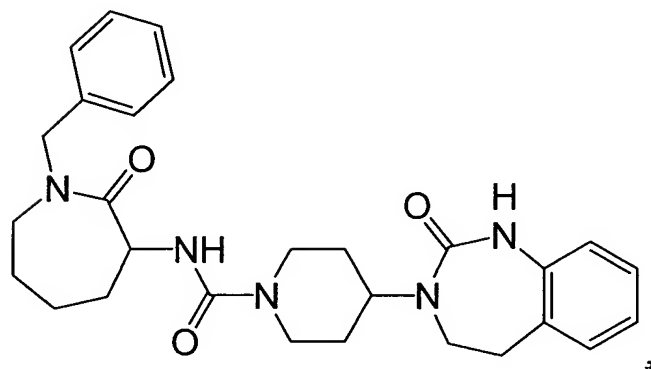
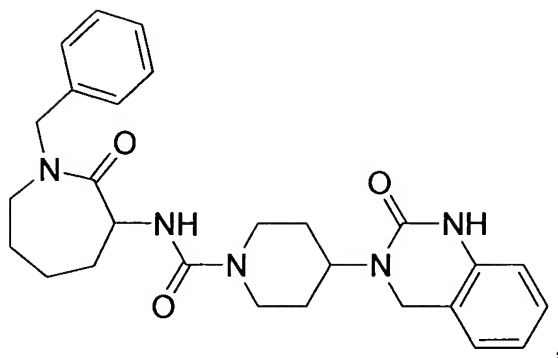
p is 0 to 2q+1, for a substituent with q carbons;

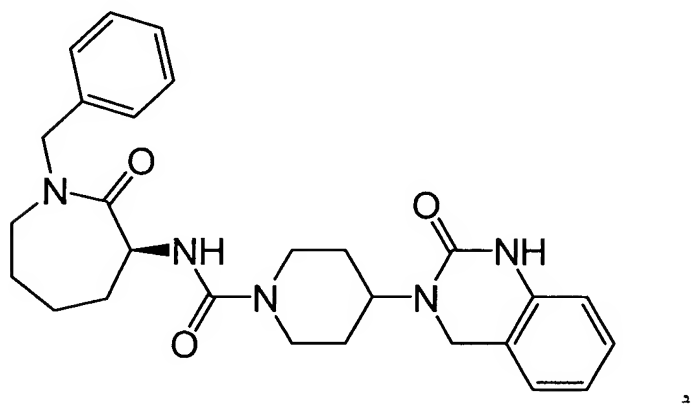
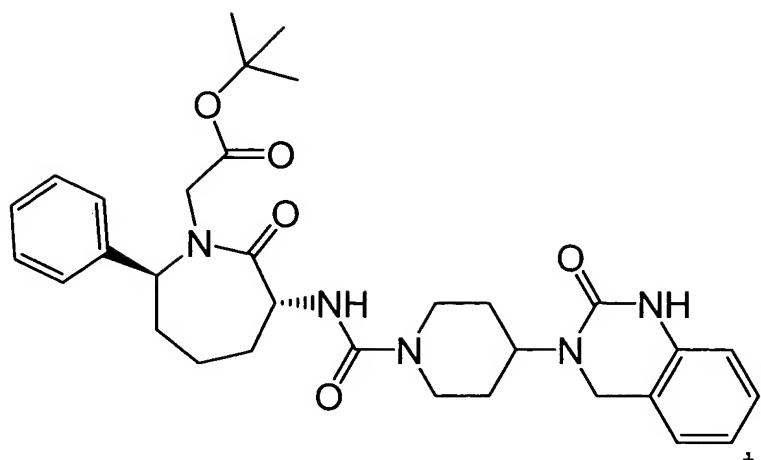
m is 0, 1 or 2;
n is 0 or 1;
s is 1, 2 or 3;

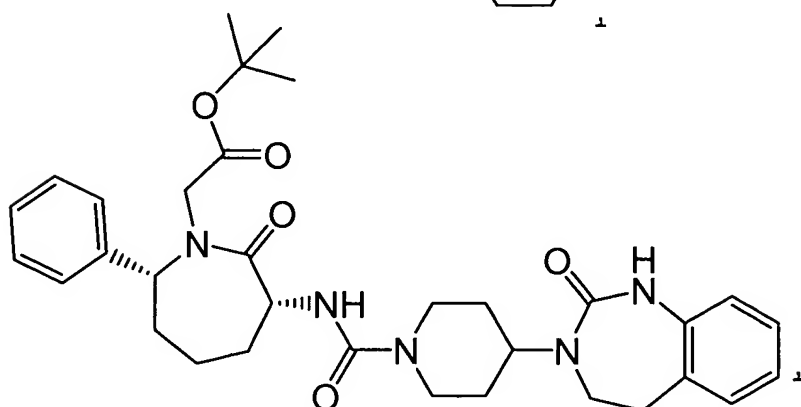
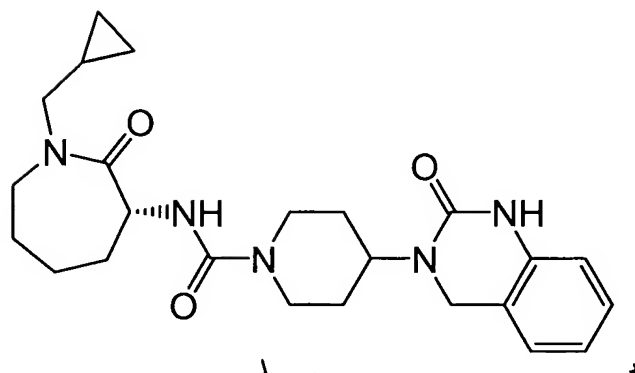
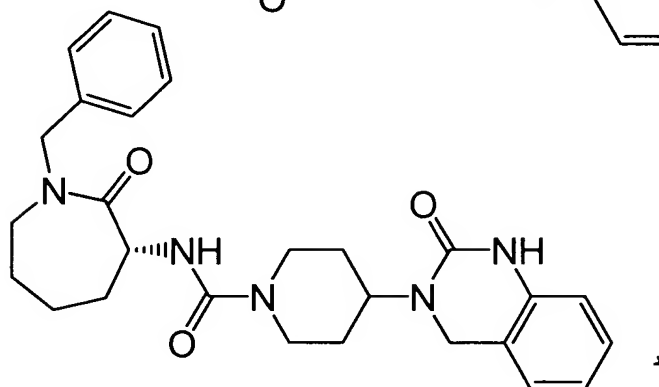
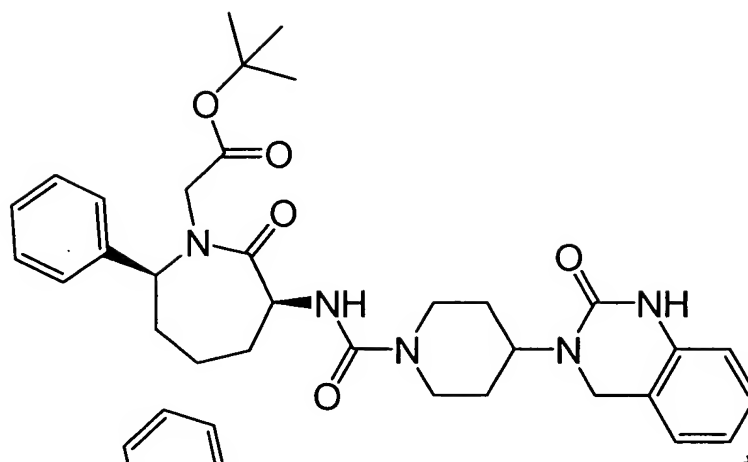
and or pharmaceutically acceptable salts and individual diastereomers thereof.

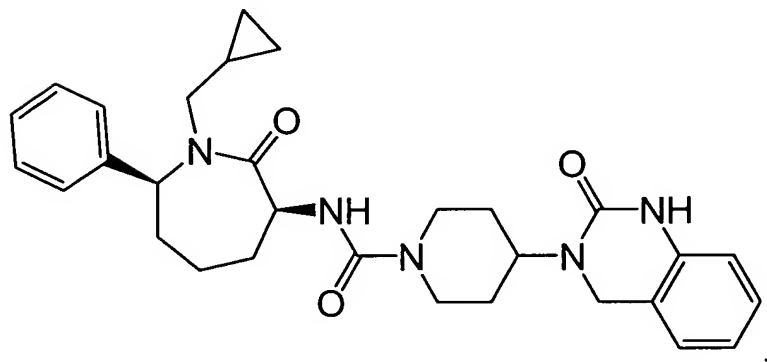
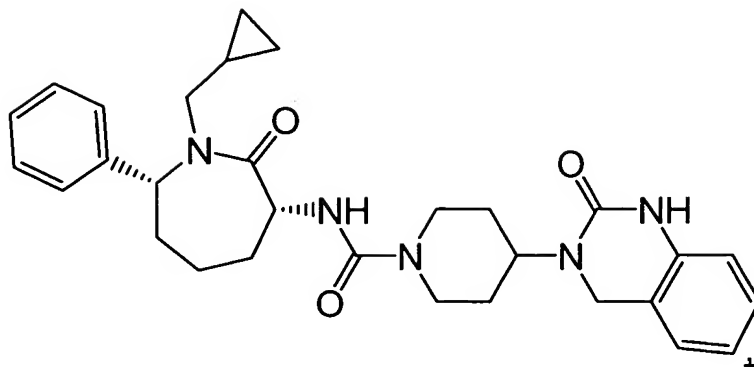
20. (amended) A compound selected from the group consisting of:

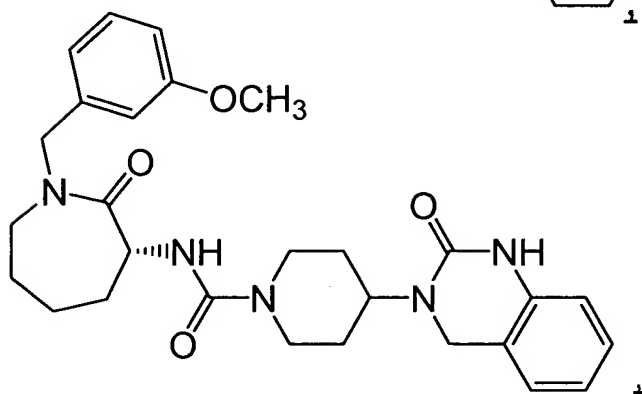
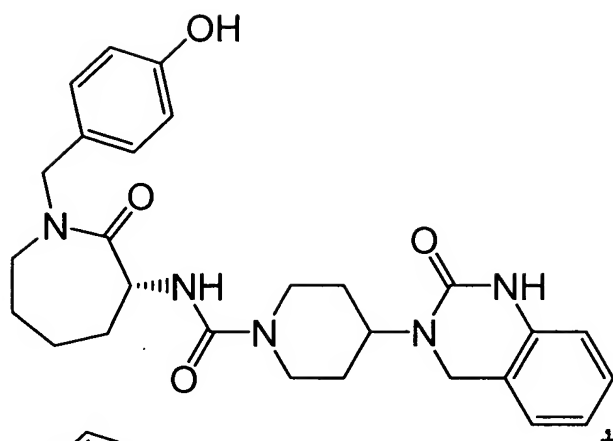


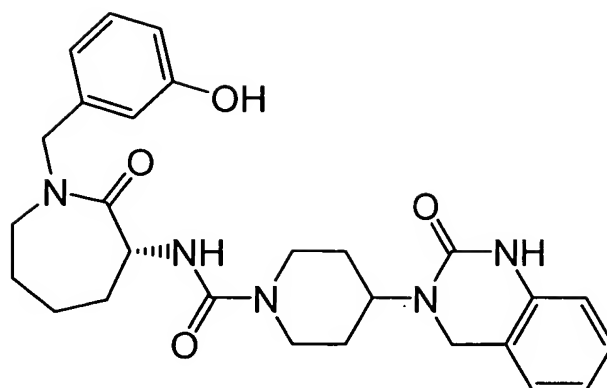




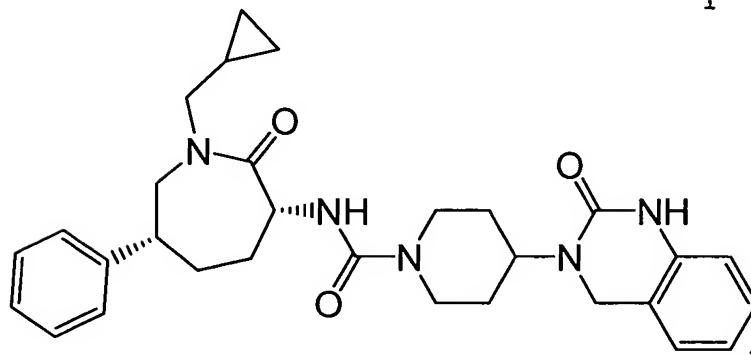




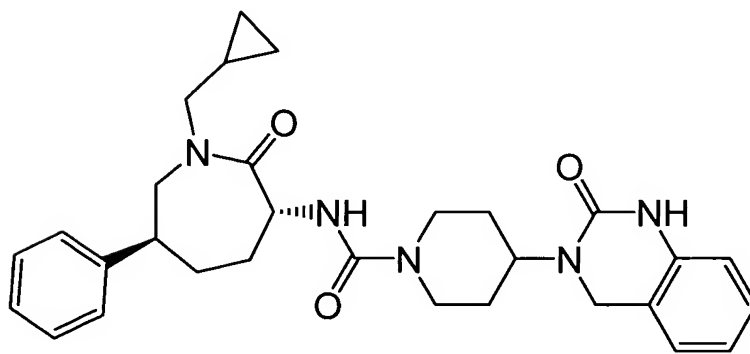




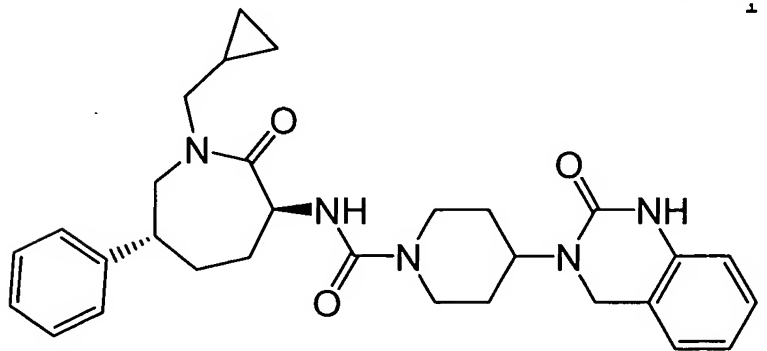
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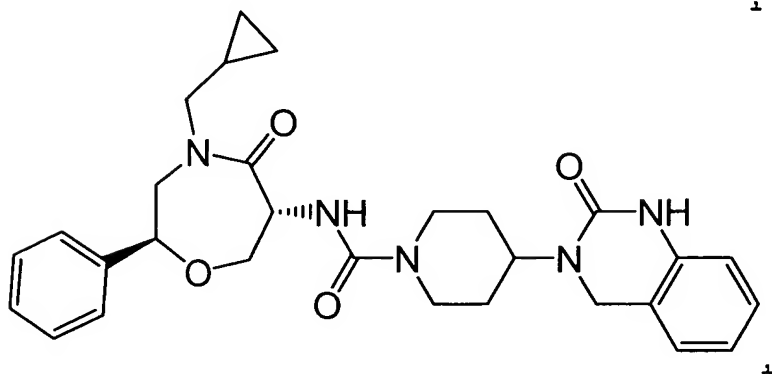
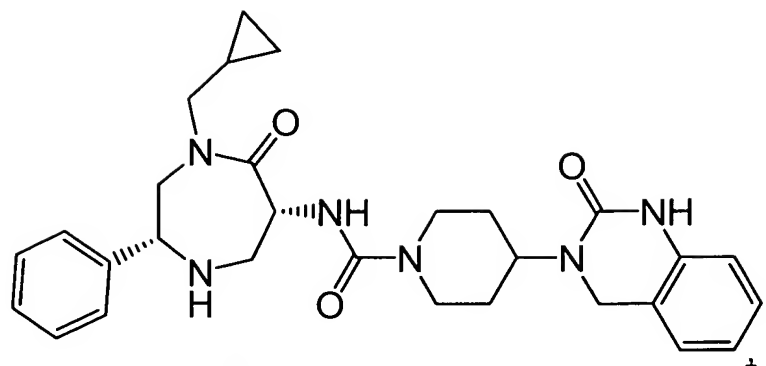
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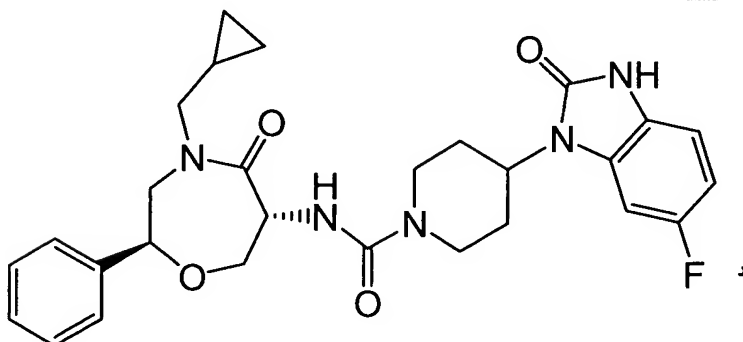
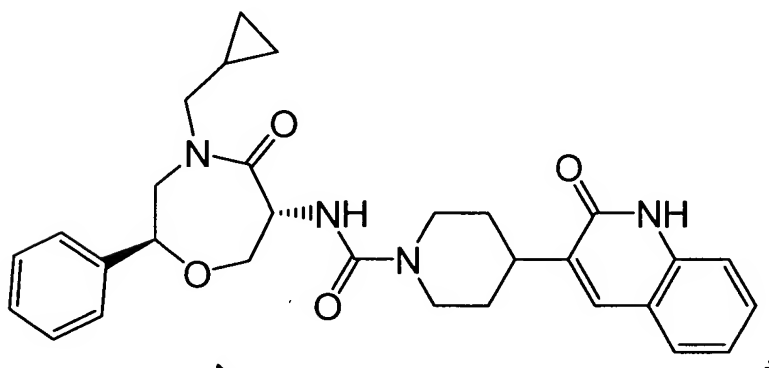
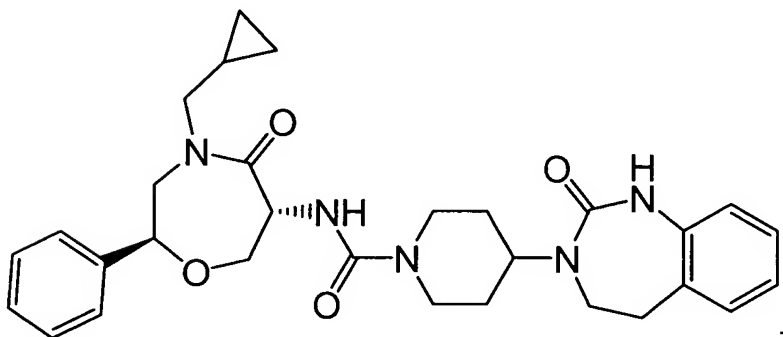
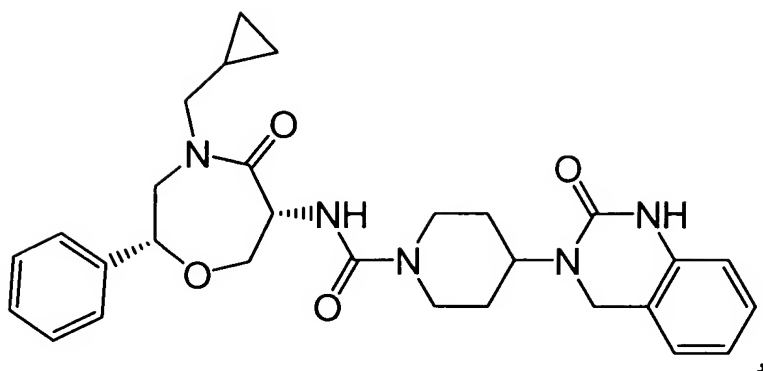


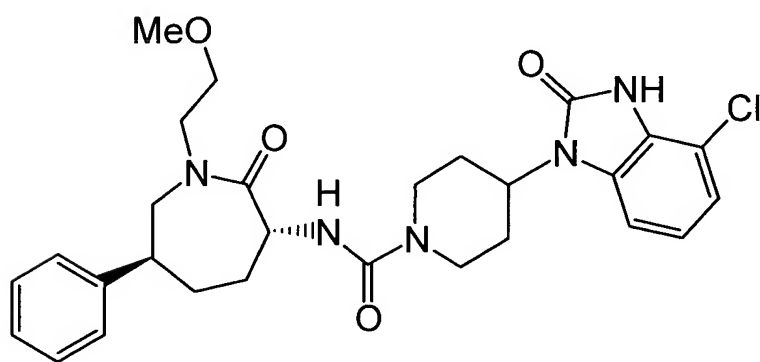
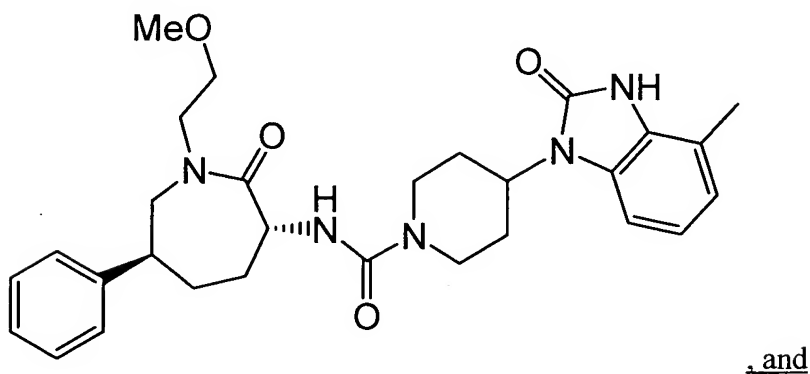
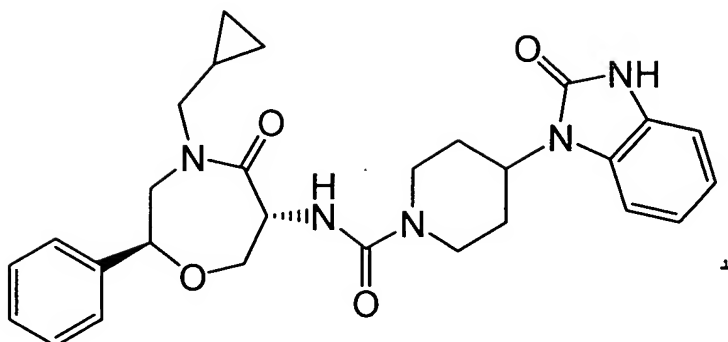
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1







and or pharmaceutically acceptable salts and individual diastereomers thereof.

21. (previously presented) A pharmaceutical composition which comprises an inert carrier and the compound of Claim 1.

22. (canceled)

23. (new) A method of treating a condition selected from the group consisting of headache, migraine headache and cluster headache, said method comprising the step of providing the compound of Claim 1 to a patient in need thereof.